

CONVENTION FOR THE ESTABLISHMENT OF
THE AFRICAN CENTRE FOR FERTILIZER DEVELOPMENT

PREAMBLE

The Contracting Parties, being, simultaneously, Member States of the Organization of African Unity (hereinafter referred to as the OAU) ;

REALIZING that the OAU Charter states that one of the purposes of the OAU is for its Member States to "coordinate and intensify their cooperation and efforts to achieve a better life for the people of Africa" and that to this end, Member States are enjoined to "harmonize their general policies in various fields, including nutritional, scientific and technical cooperation" ;

CONSCIOUS of the significant role that the OAU has to play in the economic development of the African region ;

HAVING regard to the advantages for the African region to be derived from the effective and continuous exchange of information and co-ordination of activities in the field of agriculture especially as regards food production ;

NOTING that agricultural production in Africa has declined significantly ;

REALIZING that fertilizers constitute one of the essential factors for increased agricultural production in Africa ;

NOTING that the training of technicians, technologists and related manpower in the manufacture and marketing of fertilizers in Africa is grossly inadequate ;

CONSIDERING the drought and famine situation in Africa ;

RECALLING the various resolutions of the Council of Ministers of the OAU calling for the establishment of an African Centre for Fertilizer Development ;

RECOGNIZING that the creation of an African Centre for Fertilizer Development would contribute to the stabilization and improvement of agriculture in Africa and thus fulfil one of the objectives of the Lagos Plan of Action ;

HAVE AGREED AS FOLLOWS:

ARTICLE I
Establishement of the Centre

The African Centre for Fertilizer Development (hereinafter referred to as the Centre) is hereby established and shall operate and be governed according to the provisions of this Convention.

ARTICLE II
Objectives and Functions

1. The specific objectives of the Centre shall be:-
 - a) to serve as a regional International Centre to achieve technology transfer for improved fertilizer production in the industry in Africa;
 - b) to conduct and support research, develop, promote, and demonstrate the role that fertilizers must play for improved agriculture and fertilizer management practice;
 - c) to encourage and provide support to the fertilizer sector of Africa;
 - d) to develop cooperation and collaborative projects with other national, regional and international institutes in the adaptation, testing, and demonstration of improved fertilizers and fertilizer knowledge; and
 - e) to conduct, foster and support training in all aspects of the fertilizer sector and other fertilizer-related activities for the furtherance of its objectives.
2. For the achievement of its objectives enumerated in Paragraph 1(a) to (e) of this Article, the Centre shall:-
 - a) endeavour to improve and stabilize the agriculture of Africa through the proper production and use of fertilizers; and to make the maximum use of the indigenous materials and resources of Africa for industrial production, provided it is economically and technically feasible;
 - b) conduct activities of research, development, technical assistance and training at the Headquarters of the Centre as well as throughout Africa, in cooperation with other international and national entities that have similar or related objectives;

- c) make recommendations to its Member States on various aspects of fertilizer technology and development ;
- d) arrange contacts and organize meetings for African Governments and business men concerned with the Fertilizer Industry and its related aspects.

ARTICLE III

Seat

The seat of the Centre shall be at Harare, Zimbabwe.

ARTICLE IV

Membership

Membership of the Centre shall be open to all States which are members of the OAU and which ratify or accede to this Convention in accordance with Article XVII of this Convention.

ARTICLE V

Obligations of Member States

1. Member States shall co-operate in every possible way to assist the Centre in achieving its objectives. They shall in particular:-

- a) facilitate the collection, exchange and dissemination of information ;
- b) make available training and research facilities on such terms and conditions as may from time to time be agreed with the appropriate organs of the Centre.

ARTICLE VI

Structure and Organization of the Centre

The Organs of the Centre shall be:-

- 1. a) the Board of Directors of the Centre ;
b) the executive Committee.
- 2. Such other bodies as shall be established by the Board of Directors of the Centre.

ARTICLE VII
The Board of Directors

1. The Board of Directors shall consist of not more than the following thirteen members:-

- a) One representative of the OAU who shall be a Scientist appointed by the OAU Secretary-General, and who shall be Chairman for a three-year renewable term. The post of Chairman shall not be remunerable;
- b) One representative from each of the five OAU sub-regions of Africa, appointed by the OAU Secretary-General in consultation with the States concerned;
- c) One representative of the Executing Agency;
- d) Up to three representatives of the donors and international agencies involved;
- e) One representative of the Host Government;
- f) The Executive Secretary of the United Nations Economic Commission for Africa or his representative;
- g) The Managing Director, who shall be appointed by the Board of Directors and shall concurrently serve as the representative of the Executive Agency.

2. The Board Members shall have experience, qualifications and recognized competence in the disciplines related to the objectives of the Centre in either natural or social sciences, administration or finance.

3. All Board Members, other than the Managing Director, shall be appointed for three-year terms with the exception of the Members of the first Board, one-third of whom shall be appointed for one year, one-third for two years and one-third for three years.

4. When the office of a Board Member becomes vacant by reason of retirement, death, incapacity, or other such cause, or when the term expires, the party whom he represents may, as may be appropriate, appoint a new representative for the remainder of the term or the same person for a further term.

ARTICLE VIII
Functions of the Board of Directors

1. The functions of the Board of Directors shall be to:-
 - a) elect a Vice Chairman from among its membership;
 - b) appoint the Managing Director of the Centre on such terms and conditions as it considers appropriate;
 - c) determine policies for the operation of the Centre and establish employment policies and conditions for the staff members of the Centre on an internaitonal basis without discrimination as to nationality, origin, sex or any other consideration other than qualifications, merit and experience;
 - d) lay down general standards and guidelines for the management and development of the Centre;
 - e) establish and adopt the general guidelines for the preparation of the financial affairs of the Centre in general, as is consistent with sound budgetary and accounting procedure;
 - f) review and approve the annual reports on the activities of the Centre as well as its audited accounts;
 - g) publish within a reasonable period after the termination of each operational year, a report relating to the activities of the Centre for that year, including the financial statements of the Centre and the external auditor's report thereon;
 - h) establish such sub-regional centres that it deems necessary and delegate any of its functions to them;
 - i) establish rules of procedure for the conduct of its meetings, including the general governance of the centre's affairs.
2. The Board may constitute such advisory, standing and other Committees as it may consider necessary.

3.
 - a) The Board shall meet at least once annually;
 - b) The Annual Meeting of the Board shall be held at the Headquarters of the Centre unless the Board determines that because of special circumstances a particular meeting should be held elsewhere;
 - c) Meetings other than Annual Meetings shall be held at such times and places as the Board deems necessary.

ARTICLE IX
The Executive Committee

1. The Executive Committee shall:-
 - a) consist of the Chairman, Vice Chairman, Managing Director and at least one other Board Member elected annually by the Board of Directors;
 - b) have the power to act on behalf of the Board between Board meetings on all matters which the Board delegates to it;
 - c) report all its actions to the full Board at subsequent meeting of the latter.
2. The Chairman of the Board or his nominee shall be the Chairman of the Executive Committee.
3. Three members of the Executive Committee present at a meeting of the Executive Committee shall constitute a quorum.

ARTICLE X
National Associations for Fertilizer
Technology and Development

Any State which becomes a Member of the Centre shall designate, as soon as is practicable, a national institution as its National Association for Fertilizer Technology.

ARTICLE XI
The Managing Director

1. The Centre shall have a Managing Director appointed by the Board of Directors as the Chief Executive of the Centre.
2. The Managing Director shall be the legal representative of the Centre. He shall implement the policies established by the Board and shall be responsible to the Board for the operation and management of the Centre and for ensuring that its programmes and objectives are properly developed and instituted.

ARTICLE XII
Resources of the Centre

1. The resources of the Centre shall include:-
 - a) any premises, equipment and other facilities owned by the Centre;
 - b) the annual contributions of the members of the Centre; and
 - c) donations to the Centre.
2. The Government of the Host State shall provide at no charge or at a nominal rent at least, land for the construction of buildings and other facilities for the Centre and its Managing Director and staff. It shall also provide related facilities specified in Annex 1 to this Convention.
3. After the expiration of the first ten years, Member States undertake to pay annual contributions to the budget of the Centre in the event that funds from the donor countries and agencies cease or are inadequate.
4. The Centre may accept gifts, legacies, grants and any other form of donation, from any source approved by the Board of Directors, provided that acceptance of such donations is compatible with the objectives of the Centre.

ARTICLE XIV
Legal Status, Immunities and Privileges

1. The Centre shall be an autonomous intergovernmental organization, having the capacity of a legal person to perform any legal act that is necessary or useful for the carrying out of its functions or for the exercise of its powers under this Convention. The Centre shall also have the capacity to contract, acquire and dispose of immovable and movable property, and to be a party to legal proceedings.

2. Each Member State shall, having regard to the diplomatic rules governing international organizations and to the extent possible under its national legislation, grant to:-

- a) the Centre and its property, assets and funds, such immunities, privileges and facilities as may be appropriate to enable the Centre to perform its functions; and
- b) representatives of any State or intergovernmental organization performing official duties in connection with the work of the Centre, and the Director and staff of the Centre, such immunities, privileges and facilities as may be appropriate to enable them perform their official duties.

3. Without prejudice to Paragraph 2 of this Article, the Host State undertakes to accord the immunities privileges and facilities specified in Annex I to this Convention.

4. In any case where an immunity conferred pursuant to this Article or to Annex I would impede the course of justice and can be waived without prejudice to the interests of the Centre, such immunity shall be waived by a Member State in the case of its representative, by the Board of Directors in the case of the Managing Director of the Centre and by the Managing Director of the Centre in the case of its staff.

ARTICLE XV

Relations with other Organizations and Agencies

1. The Centre shall establish cooperative relationships with all national organizations and institutes of Member States of the OAU whose interests and activities are relevant to its objectives, and are in particular charged with the responsibility of promoting agricultural research, including government ministries, universities, agricultural research and training institutes, and agricultural planning and policy-making bodies.

2. The Centre shall also establish cooperative relationships with such national, regional and international organizations engaged in research of agricultural problems, as the Centre may consider necessary for the realization of its objectives or for the furtherance of international agricultural research in Africa.

ARTICLE XVI

Arbitration

Any dispute arising as a result of interpretation of the provisions of this Convention including agreements specifying terms and conditions of employment which cannot be settled by negotiation or conciliation shall be submitted to an arbitrator appointed by the Secretary-General of the OAU for its decision.

The decision of such an arbitrator shall be final and binding upon the parties.

ARTICLE XVII

Signature, Ratification, Accession

1. All Member States of the Organization of African Unity may become parties to this Convention by the:-

- a) signature of this Convention followed by the deposit of an instrument of ratification; or
- b) deposit of an instrument of accession.

2. This Convention shall be open for signature on _____ and thereafter, at the Headquarters of the Organization of African Unity, Addis Ababa, Ethiopia.

3. Instruments of ratification or accession shall be deposited with the Secretary-General of the Organization of African Unity as Depositary.

ARTICLE XVIII

Entry into Force

1. This Convention shall enter into force, with respect to all Member States that have ratified or acceded to it, on the date when instruments of ratification or accession have been deposited by the Host Government and by the Governments of at least five other States. Any other Member State of the Organization of African Unity shall become a party to this Convention on the date of the deposit of its instrument of ratification or accession.

2. The National Associations for Fertilizer Technology and Development referred to in Article VI and Article X shall, where possible, be designated in

in each instrument of ratification or accession or in an attached document.

ARTICLE XIX

Amendments

1. This Convention may be amended by a two-thirds majority of all the State Parties who have ratified or acceded to this Convention. This Convention may not be amended unless a written notice of a proposed amendment shall have first been submitted to the OAU Secretary-General who shall, not less than three months after, convene a meeting for the specific purpose of considering the proposed amendment.
2. Amendments shall take effect, with respect to all State Parties, on the sixtieth day after their adoption by a meeting of the States Parties.
3. The adoption of any amendment shall promptly be notified to the Secretary-General of the OAU as the depositary.

ARTICLE XX

Withdrawal from and Dissolution of the Centre

1. At any time after the expiration of five years from the date when it becomes a Party to this Convention; any State Party may give notice of its withdrawal from the Centre to the Secretary-General of the OAU; such withdrawal shall take effect one year after the date when notice thereof was given.
2.
 - a) Where withdrawal by a State Party results in there being less than five original State Parties, and in the absence of the deposit of more instruments of ratification or accession, a meeting of all the State Parties shall be convened by the Secretary-General of the OAU with the specific purpose of considering the dissolution of the Centre.
 - b) At such a meeting, the Centre may be dissolved by a resolution to that effect adopted by a majority of two-thirds of all the State Parties.
3. The Board of Directors, by a vote of not less than three-fourths of the Board Membership, may submit a communication to the Secretary-General of the OAU requesting him to convene a meeting for the specific purpose of considering the dissolution of the Centre, on the grounds that the Centre is no longer able to function efficiently.

4. For the purpose of the aforesaid dissolution, the land provided by the Host State shall be returned to it, including any buildings and fixtures thereon; and any unused balance of donated funds shall be returned to the respective donors. Any remaining assets shall be sold and the proceeds of the sale and any other funds of the Centre shall, after all obligations, including liquidation costs, have been met, be distributed among the States that were Members of the Centre at the time when notice of withdrawal was given, in proportion to the contributions that they had made, for the year during which the said notice was given.

ARTICLE XXI

Depositary

1. The Secretary-General of the OAU shall be the Depositary of this Convention. The Depositary shall:-

- a) send certified copies of this Convention to State Parties;
- b) arrange for the registration of this Convention, upon its entry into force, with the Secretariat of the United Nations in accordance with Article 102 of the Charter of the United Nations; and
- c) inform Member States of the OAU of:-
 - i) the signature of this Convention and the deposit of instruments of ratification or accession in accordance with Article XVII. 1-3 of this Convention;
 - ii) the date of entry into force of this Convention in accordance with Article XVIII.1 of this Convention;
 - iii) proposals for the amendment of this Convention, and the adoption of amendments, in accordance with Article XIX of this Convention;
 - iv) notices of withdrawal from the Centre in accordance with Article XX of this Convention; and
 - v) any notification of dissolution received in accordance with Article XX of this Convention.

2. One original copy of this Convention in the English, French and Arabic languages shall each be deposited in the archives of the OAU and of the Centre.

ARTICLE XXII

Annex 1

Annex 1 to this Convention shall constitute an integral part of this Convention.

DONE AT.....
in two original copies in the English, French and Arabic languages, each version being equally authoritative.

IN WITNESS WHEREOF the duly authorized representatives of the Contracting Parties whose names appear hereunder have signed the present Convention.

ANNEX I
UNDERTAKINGS BY THE HOST STATE

INTRODUCTION

Pursuant to Articles XIII.2 and XIV.2 of this Convention, the present Annex relates to the additional rights and obligations of the Host State.

GENERAL PROVISIONS

Section 1.: Immunities, Privileges and facilities accorded to the Centre.

1. Without prejudice to Article XIV.2 of this Convention, the host State undertakes to accord the following privileges, immunities and facilities to the Centre and to its property, funds and assets, wherever located in that State:-
 - a) immunity from every form of legal process, except insofar as in any particular case the Centre has expressly waived immunity. It is however, understood that no waiver of immunity shall extend to any measure of execution;
 - b) immunity from search, requisition, confiscation, expropriation and any other form of interference;
 - c) freedom to hold funds, gold or currency of any kind, to operate accounts in any currency, to transfer funds, gold or foreign currency within the host State or abroad, and to convert any foreign currency into any other currency;
 - d) freedom, without prejudice to any appropriate security precautions determined by agreement between the host State and the Centre, from censorship of official correspondence and other official communications;
 - e) exemption from all direct and indirect taxes on the property, income and official transaction of the Centre, except taxes that are no more than charges for services rendered;
 - f) exemption from customs duties and prohibitions and restrictions on imports and exports in respect of articles imported or exported by the Centre, or on publications issued by the Centre, for official purposes.

2. The Host State shall exercise due diligence to ensure that the security and tranquility of the premises of the Centre are not in any way impaired and shall, at the request of the Director of the Centre, provide adequate police protection where necessary.
3. The Centre shall enjoy for its official communications treatment not less favourable than that accorded by the host state to any other organization or government, including the diplomatic mission of such other government, in the host state, in the matter of priorities, and rates on mails, cables, telegrams, telephones and other communications.

Section 2 : Immunities, privileges and facilities accorded to official representatives, the Managing Director and staff of the Centre and other persons.

1. Without prejudice to Article XIV.2 of this Convention, the host State, and of any inter-governmental organization with respect to the performance of their official duties in connection with the work of the Centre:
 - i) immunity from personal arrest or detention and from seizure of their personal baggage and, in respect of words spoken or written and all acts done by them in their official capacity, immunity from legal process of every kind. This immunity from legal process shall continue to be accorded notwithstanding that the persons concerned are no longer employed on missions for the Centre;
 - ii) inviolability for all papers and documents;
 - iii) exemption in respect of themselves and their spouses from immigration restrictions, alien registration or national service obligations;
 - iv) the same facilities in respect of currency or exchange restrictions as are accorded to representatives of foreign governments on temporary official missions;
 - v) the same immunities and facilities in respect of their personal baggage as are accorded to diplomatic envoys;
 - vi) such other privileges, immunities and facilities not

inconsistent with the foregoing as diplomatic envoys enjoy.

b) to the Managing Director and staff of the Centre:

- i) immunity from legal process in respect of words spoken or written and all acts performed by them in their official capacity;
- ii) exemption from taxation on the salaries and emoluments paid to them by the Centre;
- iii) immunity from national service obligations;
- iv) immunity, together with their spouses and dependants, from immigration restrictions and alien registration;
- v) the same privileges in respect of exchange facilities as are accorded to the officials of comparable rank forming part of diplomatic missions to the host State;
- vi) together with their spouses and dependants, the same repatriation facilities in time of crisis as diplomatic envoys;
- vii) except in the case of nationals of the host State, the right to import free of duty their furniture and effects, including one car, at the time of first taking up their post in the Centre, as well as replacements of such furniture and effects, including a car, at such intervals as may be agreed upon by the Centre and the Government of the host State.

2. Subject to the application of measures for the maintenance of public health and security, agreed upon between the host State and the Centre, the host State shall impose no impediment on the entry into, in and departure from its territory of the representatives of states or inter-governmental organizations referred to in Paragraph I(a), and their spouses and dependants, or of any person visiting the Centre in connection with its work.
3. Any visa required for any person referred to in Paragraph 2 shall be granted or extended promptly and without charge.

Section 3: Enforcement of the law of the host State.

The Centre shall cooperate at all time with the appropriate authorities of the host State to facilitate the proper administration of justice, secure the observance of police regulations, and prevent the occurrence of any abuse in connection with the privileges, immunities and facilities conferred pursuant to Article XIV of this Convention or to the present Annex.

Section 4: Amendment of this Annex.

1. Subject to Paragraph 2 below, the present Annex may be amended in the manner set out in Article XVI of this Convention.
2. Notwithstanding any other provision of this Convention ; including the present Annex, during such time as a Headquarters agreement is in force between the host State and the Centre no amendment to this Annex may be adopted unless the host State has expressly consented thereto.